SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person
ELIAS HOWARD D

2. Issuer Name and Ticker or Trading Symbol
Dell Technologies Inc. [DELL]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2020

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
(a) Director (Check all applicable)
(b) 10% Owner
(c) Officer (give title below)
President, Services & Digital
(d) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
(a) Form filed by One Reporting Person
(b) Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class C Common Stock</td>
<td>03/15/2020</td>
<td></td>
<td>A</td>
<td>44,750</td>
<td>A $0</td>
<td>$543,417</td>
<td>D</td>
</tr>
<tr>
<td>Class C Common Stock</td>
<td>03/15/2020</td>
<td></td>
<td>F</td>
<td>3,109</td>
<td>D $35.95</td>
<td>$540,308</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</thead>
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</table>

Explanation of Responses:
1. Represents a grant of 44,750 restricted stock units (“RSUs”). The RSUs vest in three equal annual installments on the first, second and third anniversaries of the grant date contingent on the reporting person’s continued service on each applicable vesting date.
2. Represents shares withheld by Dell Technologies Inc. for payment of the tax liability incurred upon the partial vesting of RSUs granted on March 15, 2019.

Remarks:
/s/ Robert Potts, Attorney-in-Fact

03/17/2020

/s/ Robert Potts, Attorney-in-Fact

03/17/2020

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.